

Ministerios Internacionales Vida dba Life International Ministries

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3555 Ironwood Place
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By-Laws

Approved Unanimously by Apostolic Council and Officers as of May 21st, 2012

I. PURPOSES

- .01 This religious Association is organized to provide a means of biblical teaching and proclamation of the Gospel of Jesus Christ and to create and maintain an Association of ministers, ministries and churches, as permitted for non-profit Associations under the laws of the State of Colorado and §501(c)(3) of the Internal Revenue Code. This Association will have the purposes or powers as may be stated currently in its Articles of Incorporation or as it is amended hereafter as the law permits. The primary purpose of this Association is to oversee associated ministers, ministries and churches as they operate exclusively for charitable, non-profit purposes. This Association and its associates have the right to receive and make contributions; create and circulate religious literature, articles and documents; broadcast for religious evangelism; develop and maintain educational biblical schools or classes; and all other creative endeavors of a religious theme pertaining to ministry services. The Association shall have the same rights normally associated with established ministers, ministries or churches.
- .02 Ministerios Internacionales Vida (hereafter abbreviated as "MIV") shall direct its efforts toward the benefit of its associated ministers, ministries and churches to provide accountability of ministry; ministerial relationship; church planting; evangelism; training; biblical teaching; organizational and bookkeeping counsel and advice; among other benefits all determined by the relationship level of our associates. MIV is an Association of ministers, ministries and churches with common beliefs and all authority and oversight is based upon willing biblical submission. MIV shall also be a resource for unified support of ministers, ministries and churches abroad and at home, associated or not associated with MIV, thereby effectively impacting the world through strengthening biblical kingdom relationships. MIV will affiliate churches, and shall operate as a central organization for purposes of Internal Revenue Procedure 80-27.

II. APOSTOLIC COUNCIL

- .01 NUMBER. The Apostolic Council shall consist of not less than three (3) persons or more than seven (7) persons.
- .02 SELECTION. The President of the Association shall select the initial Apostolic Council Members. Future members shall be selected by the President with the approval of a majority of the sitting Apostolic Council.
- .03 TERM. The members of the Apostolic Council who constitute the initial Apostolic Council of the Association shall hold office for a 2 year minimum before becoming eligible for replacement at the annual meeting of the Apostolic Council following their selection and until their respective successors are selected and shall have qualified. Successive Apostolic Council members are to hold office for one year and may remain eligible for renewing their term if acceptable to the President and the remaining members of the Apostolic Council.
- .04 QUALIFICATIONS.
 - A. Be recognized as a five-fold minister.
 - B. Agree with the By-Laws and the Statement of Faith of MIV.
 - C. Meet the Biblical qualifications for Eldership.
 - D. Be a Covenant level member with MIV in good standing (refer to Article IV, Membership).
- .05 DUTIES AND RESPONSIBILITIES.
 - A. The Apostolic Council shall be for the purpose of advising, supporting, assisting, making and implementing decisions in conjunction with the President in the oversight of the spiritual and temporal ministry of MIV.
 - B. They shall have the duties, rights and responsibilities assigned to them by these By-Laws and the Articles of Incorporation of MIV. They shall:
 1. Pray for MIV, its officers and Apostolic Council Members, member ministers, ministries and churches.
 2. Assist the President in the oversight of MIV and member ministers, ministries and churches.
 3. Offer counsel and advice about MIV to the President and collaborate in making and implementing decisions.
 4. Advise the President in determining God's intermediate and long range goals for the Association.
 5. Review and approve the budget, which shall constitute approval of all budgeted items, including all compensation.
 6. Agree on the President's salary. President may opt to not be present during this portion of the proceedings.
 7. Strive to maintain at all times the vision of MIV under the leadership of the President, working to maintain an attitude of wholehearted cooperation and unity of fellowship.
 8. Perform those other tasks and duties as may be assigned by these By-Laws, the Articles of Incorporation or, from time to time, by the President.
 9. Perform disciplinary functions in all matters of Discipline. MIV commits to leading a process of discipline and healthy resolution. If issues do not attain a healthy resolution from the standpoint of the Apostolic Council and the President the discipline can lead up to and include termination.

- a. Grounds of discipline. Grounds for discipline will be determined by the President and Apostolic Council of MIV. In general, it shall be grounds for discipline if the minister is involved in conduct that is contrary to the Scriptures. More particularly, four types of unscriptural conduct shall be disciplined:
 - i. Unscriptural conduct that obscures the truth of God by false teaching or doctrine in an area of cardinal truth;
 - ii. Unscriptural conduct that mars the holy character of God and His church by unholy, immoral living, action or lifestyle;
 - iii. Unscriptural conduct that hinders the work of God by bringing confusion or division to the body; and
 - iv. Departure from leadership qualifications as set forth in Scripture.
 - b. Form of Discipline. The form of discipline may include up to, but is not limited to, removal of a person from leadership in the local congregation or Association; revocation of credentials; or any other discipline which may, at the sole discretion of the President and Apostolic Council, be appropriate to the circumstances.
 - c. Restoration Process. After any disciplinary action is taken, a restoration process must take place to guide the minister willing to engage in a healthy recovery. The Apostolic Council may select other members of MIV to aid in this restoration process.
- .06 MEETINGS. The Apostolic Council shall meet annually at such place and at such time as the President may determine for the purpose of advising the President on the appointment of new Apostolic Council Members, or the reappointment of present Apostolic Council Members as may be necessary and for the transaction of such other business as shall properly come before the meeting. Regular meetings at more frequent intervals may be established by the President and the Apostolic Council and may be held at such times and places as they may determine. Special meetings of the Apostolic Council may be called at the direction of the President or upon the request of a majority of members of the Apostolic Council made to the President for such a meeting. In the event that the President is unavailable and there is an emergency, the remaining Apostolic Council Members may call a special meeting of the Apostolic Council. Any decision made by the Apostolic Council at such an emergency meeting should be in agreement with the President's vision for the welfare, betterment and favorable outcome of the Association, individual, ministry or situation in question. All meetings shall have present a Secretary or his appointee for the purpose of taking minutes of that meeting.
- .07 CHAIRMAN. At all meetings of the Apostolic Council, the President or (in his absence, or by his request) a chairman designated by the President shall preside.
- .08 QUORUM. At all meetings of the Apostolic Council; regular, special or annual, where the President is present, a majority or the President plus two of the Apostolic Council Members then appointed and serving (except as otherwise provided in these By-Laws) shall constitute a quorum. At all meetings of the Apostolic Council; regular, special or annual, where the President is not present, all remaining Apostolic Council Members eligible to attend the meeting shall constitute a quorum.
- .09 OPTIONAL FORM OF MEETING.
- A. Telephonic attendance at meeting
 1. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, or any member may attend any such meeting by such equipment, so long as the following criteria are met:
 - a. A legitimate attempt is made to contact and give notice to all members of the meeting;
 - b. The quorum requirements are met;
 - c. All members participating can hear one another;
 - d. Any matter may be tabled until a later meeting if the majority of the participating members so request;
 2. All participating members shall be deemed to be present in person at the meeting. Any action taken by such conference telephonic meetings shall have the same force and effect as any other action of the Apostolic Council and a record of such meeting shall be made a part of the minutes of the Apostolic Council.
- .10 DECISION-MAKING. The leadership of MIV shall function by the principles of submission, spiritual leadership and consensus. The affairs of the Association shall be conducted by the Apostolic Council and officers as specified herein. Action shall be taken by consensus wherever and whenever possible. In the event that a consensus under the leadership of the President is not reached on a matter and a vote is required, each Apostolic Council Member shall be entitled to one vote, in person and not by proxy, on all matters that come before the Apostolic Council. The act of a majority of the Apostolic Council shall be the act of the Apostolic Council unless the act of a greater number or concurrence of a specific officer is required by law or by these By-Laws. The President shall have the right to veto any action of the Apostolic Council, or act contrary to a negative vote of the Apostolic Council, when he deems such vote to be contrary to the will of God for MIV, provided, however, that the President may not veto or act contrary to any vote of the Apostolic Council when that vote is unanimous against him, unless the Oversight Team with which the President is related agrees with the President. Any action of the President in this regard, the vote of the Apostolic Council, and the opinion of the Oversight Team must be noted in the minutes of the Association.
- .11 COMPENSATION. Apostolic Council Members shall not receive any stated salaries for their services as such; but by resolution of the Apostolic Council a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Apostolic Council; and nothing herein contained shall be construed to preclude any Apostolic Council Member from serving the Association in any other capacity and receiving compensation therefor.
- .12 VACANCIES. Vacancies on the Apostolic Council caused by death, removal or resignation may be filled by the President with the approval of a majority of the remaining Apostolic Council Members. In case of any increase in number of Apostolic Council Members, the additional Apostolic Council Members may be selected by the President with the approval of a

majority of the remaining Apostolic Council Members. The Apostolic Council Members so chosen shall hold office until the next annual meeting and until their successors shall be duly selected and qualified.

- .13 REMOVAL. An Apostolic Council Member may be removed from office for any reason by the President with the approval of a majority of the remaining Apostolic Council Members in a meeting where a quorum has been declared upon the determination that the best interest of MIV requires such removal.

III. OFFICERS

.01 GENERAL PROVISIONS.

- A. Officers. The officers of the corporation shall be the President, any number of Vice Presidents (the number thereof to be determined by the President with a consensus of the Apostolic Council), the Secretary, the Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the President with a consensus of the Apostolic Council, including, if deemed desirable by the President, one or more Assistant Secretaries, one or more Assistant Treasurers. Any two or more offices may be held by the same person except the offices of President and Vice-President. Officers, other than the President, are not required to be members of the Apostolic Council.
- B. Selection and Term of Office. The officers of the corporation, with the exception of the President, shall be ratified annually by the President with a consensus of the Apostolic Council at the regular annual meeting of the Apostolic Council or as soon thereafter as may be convenient. The office of President shall be held for an unlimited term subject to the following provisions of these By-Laws. Each officer, unless sooner removed by the President with a consensus of the Apostolic Council, shall hold office until the next annual meeting of the Apostolic Council Members or until his successor shall have been duly selected and qualified. Any officer may serve more than one term with the approval of the President and Apostolic Council.
- C. Removal. Any officer or employee may be removed by the President with a consensus of the Apostolic Council whenever, in his judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer or employee so removed.
- D. Vacancies. A vacancy in any office, other than the office of President, because of death, resignation, disqualification or otherwise, may be filled by a minister of the President's choosing with a consensus of the Apostolic Council for the unexpired portion of the term.
- E. Compensation. Officers and employees may receive salaries as set by the President in an amount designated in their employment contracts or the minutes of the Apostolic Council. Compensation is to be determined by the President with a consensus of the Apostolic Council, with the exception of the President whose salary, other compensation, and benefits shall be determined by the Apostolic Council. Any change in the President's salary made by the Apostolic Council is to be evaluated and advised on by the Oversight Team prior to becoming effective. The President shall not participate in the determination of his own salary by the full Apostolic Council except to the extent that he may make his needs known to the Apostolic Council. Any officer may decline to accept any salary, raise or promotion. The Apostolic Council, at its discretion, may appoint a task force to bring recommendations for compensation to the Apostolic Council. Compensation may include a salary, and other benefits such as: parsonage allowance, professional, travel and medical reimbursement plans, insurance and retirement plans, and any other benefits that are normal and available by law.

.02 PRESIDENT.

- A. Calling. The President shall be called in accordance with the following procedures for an unlimited period, unless otherwise specified by the President at the time of calling. The present President's term shall be unlimited. The President shall be a licensed or ordained minister of the Gospel.
- B. Resignation or Death. In the event the President should voluntarily choose to leave, he shall designate his successor. He may also designate the name of the person who is to succeed him in the event of his untimely death. Such designation shall be made by the President after seeking the advice of the Apostolic Council. To protect the Association from an unacceptable appointment, any member of the Apostolic Council may ask for a vote on any successor that the President may appoint. A three-fourths (3/4) vote of all the Apostolic Council then serving is required to approve any successor designated by the departing President. In the event that the President dies, or voluntarily leaves, and for any reason does not designate his successor, then the procedure set forth in 3.02 d, shall be followed in choosing a new President.
- C. Discipline. In the event the President shall have serious charges raised against him by two (2) witnesses of heresy, immorality, unethical financial activities, or serious failure to faithfully fulfill the duties of the pastoral and presidential office, the matter shall be brought to the President by the individuals having knowledge of such activity. The individuals raising the charge shall first make the charge in private to the President. If the President refuses to hear those individuals, then they are to bring the matter before the vice presidents and Oversight Team with which the President has established relationship. The vice presidents and Oversight Team shall then meet with the President. The vice presidents and Oversight Team are to weigh the evidence of the accusations to determine its validity. In the absence of validity the vice presidents are to formally document the accusation, the alleged evidence and the process they utilized to make that determination in the Association's records. If the vice presidents and Oversight Team together make the determination that the alleged evidence presented is valid, they are then to bring it before all of the

Apostolic Council Members of the Association. The Oversight Team will provide wise counsel to the vice presidents and Apostolic Council in the entire process of investigation and disciplinary measures, if applicable under the circumstances. The vice presidents and Apostolic Council shall be responsible for assembling and appointing a team of suitable individuals who are to assess, investigate and report back all evidence supporting or denying the claims that have been made to vice presidents, Apostolic Council and Oversight Team assembled together for this purpose. The vice presidents and the Apostolic Council, with the advice of the Oversight Team, shall judge the charges and develop a plan for properly addressing the situation. The solution proposed by the Oversight Team may include any discipline they deem to be necessary given the facts of the situation. The vice presidents and the Apostolic Council may, by unanimous agreement, require a sabbatical, remove the President permanently from his office, or fashion and oversee any necessary program of discipline aimed at restoring the President to his ministry and office. They may also deal with any other member of the Association as may be necessary under the circumstances. The persons bringing the accusation shall be formally notified of any investigation of their charges which was carried out by the Association. The Oversight Team shall be in charge of heading any restoration or healing process deemed necessary under the circumstances. The President carries no vote or veto power in these proceedings.

- D. **President Recruitment and Confirmation.** In the event the President shall be forced to resign or be removed, a Presidential recruitment team of no less than two members and no more than 4 members from among MIV ministers and churches shall be specifically selected by the Apostolic Council for the purpose of recruiting and selecting a potential new President. This process shall be spiritually directed and accomplished as expeditiously as possible. The Presidential recruitment team shall nominate a new President after prayer and seeking the will of the Lord. Any Apostolic Council Member of the Association may request a vote to reject the nomination of the Presidential recruitment team. In the event of such rejection, the Presidential recruitment team shall nominate another person for the position. The process shall so continue until such time as a nominee of the Presidential recruitment team is accepted by a majority of the Apostolic Council Members of the Association. A vote of a three-fourths (3/4) majority of all the Apostolic Council Members then serving is required to approve the nominee.
- E. **Interim Provisions.** In the event that the Association is temporarily without a President during the pendency of any proceedings under this Section, the Apostolic Council, with the advice of the Presidential recruitment team, shall appoint a President pro tempore to handle the day to day business affairs of the Association.
- F. **Resignation of the Apostolic Council.** In the event of the appointment of a new President, a minimum of one-half (1/2) of members of the Apostolic Council will be replaced by the incoming President. A maximum of one-half of the current Apostolic Council shall be selected by the President to serve for a maximum of one year. At the one year point, the President may then elect the remaining one-half (1/2) of the Apostolic Council of his choice which may or may not include any members of the existing Council. The purpose for this one year period is to provide stability for the Association while facilitating and assisting the new President in his assumption of oversight of the Association. This purpose should be borne in mind at all times during the transition by the Apostolic Council as they seek to submissively serve the new President so as to preserve God's church under the direction of leadership called by Him.
- G. **Duties.**
1. The Association finds its headship, under the Lord Jesus Christ, in its President. The President shall be the principal executive officer of the Association and shall in general supervise and direct all of the business and affairs of the Association subject, however, to such delegation of authority to any other person as may be directed by the President, or as may be specified in the By-Laws or by resolution of the Apostolic Council. He shall preside at all meetings of the Apostolic Council. He may sign, with the attest of the Secretary or any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which the Apostolic Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Apostolic Council or by these By-Laws or by statute to some other officer or agent of the corporation and in general he shall perform all duties incident to the office of President. He shall be an ex officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of a CEO or the president of a corporation. The President shall be designated attorney-in-fact for the church by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry on the work of the Lord.
 2. The President, after consultation with the Apostolic Council, shall formally recognize a relationship with one or more established, mature, of excellent moral character and well regarded individuals or ministries of his choosing outside MIV with whom the Lord directs him to relate. The President shall publicly inform the Apostolic Council of the identity of this Oversight Team with whom he and the Association has established relationship.
 3. The President shall have oversight of the staff of the Association who, with him and under his direction, shall carry out the day-to-day operations of the Association. The President may hire or fire any staff member or employee with the advice of the Apostolic Council.
- H. **Relationship with Oversight Team**
1. Members of the Oversight Team are individually selected by the President and serve at his request.
 2. The names of those individuals are to be presented before the Apostolic Council for their acknowledgement. In case of a change of any Oversight Team member, the Apostolic Council shall be informed of the change that was made.
 3. The Oversight Team is comprised of individuals not formally associated with MIV; rooted in the Word of God in faith, in character and they must be an experienced five-fold minister as per Ephesians 4:11.
 4. Purpose of Oversight Team is to offer counsel and accountability to the President, vice presidents and Apostolic Council.

5. While the Oversight Team has no formal voice in the day-to-day proceedings of MIV, except as previously explained in the bylaws, its responsibility includes aiding the President in his role by making sure he is fit to serve as President.
6. In the event that a member of the Oversight Team chooses to relinquish his place on the team he is to submit a comprehensive report to the Apostolic Council detailing the condition of the President, vice presidents and Apostolic Council upon his departure. The secretary of the Association is to enter that information in MIV's permanent records.

.03 VICE-PRESIDENT.

- A. A Vice-President shall perform the duties and exercise the power of the President in case of his temporary absence from office and shall perform such other duties as may from time to time be granted or imposed by the President and Apostolic Council. He may change the annual, regular, or special meetings of the Apostolic Council only with the President's knowledge and approval.
- B. The Vice President shall also be present in the Apostolic Council meetings and will be Chairman on the President's behalf in his absence and upon his previous approval.

.04 SECRETARY. The Secretary shall do or cause to have done each of the following:

- A. Record the minutes of the meetings of the Apostolic Council as well as when formally requested by members of the Apostolic Council, in one or more books provided for that purpose;
- B. See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- C. Be custodian of the corporate records;
- D. Keep up-to-date and accurate membership records reflecting the membership in the Association and the level of membership of each member;
- E. Keep an accurate and regularly updated list of all officers of the Association;
- F. Keep an accurate and regularly updated list of all members of the Apostolic Council of the Association;
- G. File all necessary and required reports with relevant government agencies; and
- H. Perform all other duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President and the Apostolic Council.

.05 TREASURER. The Treasurer shall do the following:

- A. Have charge and custody of and be responsible for the receipt, care, investment, disbursement, and disposition of all funds, property, and securities of the corporation subject to such regulations as may be imposed by the Apostolic Council;
- B. Accept all gifts of money or other personal property on behalf of the corporation, executing such receipts or other documents as may be necessary;
- C. Enter or cause to be entered regularly on the books of the corporation and to be kept by him, or under his supervision, full and accurate account of all monies and obligations received and paid or incurred for or on account of the corporation. The Treasurer shall exhibit such books at all reasonable times to any member of the Apostolic Council on request at the offices of the corporation;
- D. Deposit or cause to be deposited all monies in the name of the corporation in such banks, trust companies, or other depositories as may be authorized by the Apostolic Council and by law;
- E. See that the books of the corporation are reviewed regularly.
- F. Perform all the other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Apostolic Council;
- G. The Treasurer may be required to be bonded for the faithful performance of his or her duties, in such sum and with such securities as the Apostolic Council may require.

IV. MEMBERSHIP. MIV extends four levels of membership in which one may become a member. The relationship level will be determined by the member according to the level of commitment desired, and after approval by the Apostolic Council. The four levels of relationship consist of the following: Acquaintance Level, Fellowship Level, Covenant Level Minister, Covenant Level Ministry/Church. The benefits and requirements of each level will be defined separately in MIV materials.

V. LICENSING. The Apostolic Council and President of MIV may grant licensing and credentials within its members at its discretion. MIV Ministers may be granted authority to license and credential on a local level with the approval of the Apostolic Council. The approval process will be decided upon in the Apostolic Council meetings.

- VI. FISCAL YEAR.** The fiscal year of the board shall begin every January 1st.
- VII. DISSOLUTION.** The assets of Ministerios Internacionales Vida are irrevocably dedicated to religious and charitable purposes and are organized solely for nonprofit purposes. In the event of the dissolution of the corporation, and after providing for the payment of its debts and obligations, the remaining assets will not inure to the benefit of any private person or persons but will be distributed to one or more nonprofit organizations which are organized and operated exclusively for religious or charitable purposes and which are exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or if operating outside of the United States, are formally organized under the laws of their country.
- VIII. POLICIES.**
- A. **GENERAL CONFLICT OF INTEREST POLICY.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officers and members of the Apostolic Council considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the meeting while the determination of a conflict of interest is discussed and ascertained. When necessary, the pertinent duties and responsibilities of the officer or Apostolic Council member in question shall temporarily be assumed by another member of the Apostolic Council until the decision is made. The remaining Apostolic Council members shall decide if a conflict of interest exists. If it is determined that a conflict of interest exists, the officer or Apostolic Council member shall relinquish the opportunity to participate in decision making related to the conflict of interest. Any member of this Association shall not be disqualified by his office from dealing or contracting with this Association, either as a service provider or product provider, or otherwise nor shall any transaction or contract of this Association be void or voidable by reason of the fact that this person has a relationship with this Association.
 - B. Other policies, handbooks or guidelines may be implemented and established by the Apostolic Council that may help the flow of this ministry but will not override or conflict with these by-laws.
- IX. PROPERTIES.**
- A. MIV is willing to receive any property, possessions or real estate if the donor gives it voluntarily, releases all future legal claims and signs all legally required paperwork indicating their willingness to freely donate it to MIV.
 - B. All church and ministry properties of associated member ministries remain the property of each particular church or ministry. MIV does not require any church or ministry to give up their properties as a condition of membership in MIV.
 - C. MIV will not be a signer of any legal document for the purpose of any local member church or ministry to obtain, upgrade or maintain local church property.
 - D. All member church or ministry properties are the responsibility of each particular church or ministry. All maintenance, upkeep and repairs are the responsibility of each particular church or ministry.
- X. AMENDMENTS.** These by-laws may be amended by a two-third vote of Apostolic Council members present at any meeting, provided the President is present and a quorum is seated.